



The David J. Joseph Company

December 30, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave., NW
Washington, DC 20423

RECORDATION NO. *20332-B*

FILED 1425

JAN - 2 1997 - 11 15 AM

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated as of December 18, 1996 between the following parties:

Assignor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

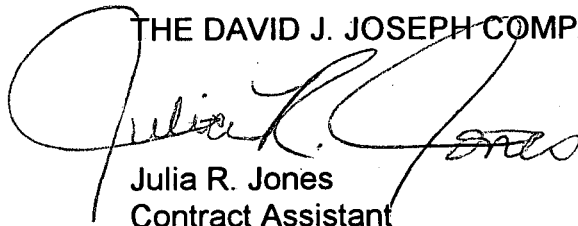
Assignee: Star Bank, N.A.
425 Walnut Street
Cincinnati, OH 45201

The lease to which this document is connected is recorded under Recordation No. 20332.

Please see Schedule I attached hereto for the equipment involved in this transaction.

Please file this agreement as a secondary document. The amount of \$22.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Contract Assistant

Enclosures

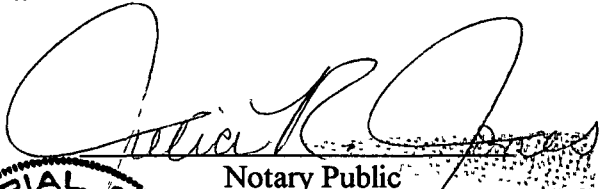
Transportation
Services Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422


Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public

JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000



20332-B
JAN 11 1997

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Assignment Agreement") made and entered into as of December 18, 1996, by and between **DJJ TRANSPORTATION SERVICES, INC. (a subsidiary of The David J. Joseph Company)**, an Ohio limited liability company ("Assignor") and **STAR BANK, N.A.**, a national banking association ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated September 27, 1996, between Assignor, as Lessor, and TTX Company, as Lessee, (the "Lease"), for twenty-five (25) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Signed and acknowledged
in the presence of:

Linda M. Baughman

Mary A. Randolph

DJJ TRANSPORTATION SERVICES, INC.

By: [Signature]

Name: Douglas F. McMillan

Title: President

Signed and acknowledged
in the presence of:

[Signature]

Rita Fargman

STAR BANK, N.A.

By: [Signature]

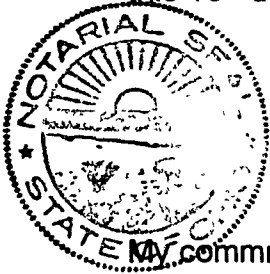
Name: LynnAnne Rose

Title: Assistant Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 18th day of December, 1996, before me the subscriber, Julia R. Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the President of DJJ Transportation Services, Inc., an Ohio limited liability company, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this Memorandum of Assignment and Assumption Agreement for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this Memorandum of Assignment and Assumption Agreement as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

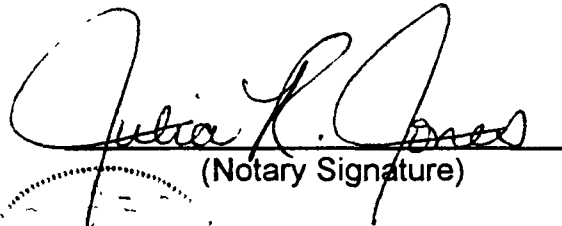
IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 18th day of December, 1996.



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

My commission expires:

2-27-2000


(Notary Signature)

JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 18th day of December, 1996, before me the subscriber, M. RUTH FANGMANN, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named LynnAnne Rose to me personally known, who stated and acknowledged that she is the Assistant Vice President of Star Bank, N.A., a national banking association, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this Memorandum of Assignment and Assumption Agreement for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this Memorandum of Assignment and Assumption Agreement as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 18th day of December, 1996.

M. Ruth Fangmann
(Notary Signature)

My commission expires:

M. RUTH FANGMANN
Notary Public, State of Ohio
My Commission Expires Aug. 13, 1997

**SCHEDULE I
TO**

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS: Twenty-five (25) railcars bearing reporting marks as follows:

TTJX 81985 - 82009, INCLUSIVE

LEASE: Dated September 27, 1996, between TTX Company and DJJ Transportation Services, Inc. (a subsidiary of The David J. Joseph Company).